

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

INTEGRATED HEALTH SERVICES OF)
CLIFF MANOR, INC., INTEGRATED)
HEALTH SERVICES AT RIVERBEND,) Civil Action No. 04-910
INTEGRATED HEALTH SERVICES AT)
SOMERSET VALLEY, INC., ALPINE)
MANOR, INC., BRIARCLIFF NURSING)
HOME, INC., SPRING CREEK OF IHS, INC.,)
FIRELANDS OF IHS, INC., ELM CREEK OF)
IHS, INC., and IHS LONG TERM CARE)
SERVICES, INC.,)
)
Plaintiffs,)
)
v.)
)
THCI COMPANY LLC,)
)
Defendant,)
)
v.)
)
ABE BRIARWOOD CORPORATION and)
JOHN DOES 1-10,)
)
Additional Counterclaim)
Defendants,)
)

**DECLARATION OF RICHARD W. RILEY
IN SUPPORT OF MOTION TO REMAND**

RICHARD W. RILEY declares:

1. I am an attorney associated with Duane Morris, LLP, attorneys for plaintiffs and for additional defendant Abe Briarwood Corporation. I make this Declaration in support of its motion, pursuant to 28 U.S.C. §§ 1452(b), 1447(c) and 1367(c)(3), for an Order remanding this action to the State Court from which it was originally removed, namely the

Circuit Court of the County of Platte, State of Missouri, wherein it bore Case No. 04 CV 82966, Division I.

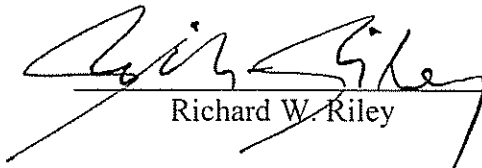
2. The reasons why this motion should be granted are set forth in the accompanying Memorandum of Law. This Declaration is limited to annexing the documents referred to in that Memorandum, and for the purpose of Paragraph 4.

3. Annexed hereto are the following:

- Exhibit "A": Order of the Bankruptcy Court, dated 4/22/2003.
- Exhibit "B": Order of this Court, dated 3/21/2006.
- Exhibit "C": Transcript of hearing in Bankruptcy Court, 12/10/2003.
- Exhibit "D": Order of Bankruptcy Court, dated 1/7/2004.
- Exhibit "E": Complaint in this action, filed in Missouri State Court on 4/5/2004.
- Exhibit "F": Decision of the United States Court of Appeals, 417 F.3d 953 (8th Cir. 2005).

4. Plaintiffs herein were the appellants who appealed from the Order of the Bankruptcy Court annexed hereto as Exhibit "A". That Order was affirmed by the Order annexed hereto as Exhibit "B". On behalf of plaintiffs herein, the parties aggrieved by the affirmance, I state that no appeal will be taken to the Court of Appeals for the Third Circuit from the Order annexed hereto as Exhibit "B". That Order is therefore final.

5. I declare, under penalty of perjury, that the foregoing is true and correct.
Executed on March 30, 2006.


Richard W. Riley